

RECORDATION NO. 23910-B FILED

JUN 29 '06

10-46 AM

SURFACE TRANSPORTATION BOARD

Law Offices of
Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
(202) 466-6532
Lou_Gitomer@verizon.net

June 29, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment, Assumption and Consent Agreement, a secondary document, dated as of June 16, 2006. The primary document to which this is connected is recorded under Recordation No. 23910. We request that the copy of this document be recorded under Recordation No. 23910-B.

The names and addresses of the parties to the Memorandum of Assignment, Assumption and Consent Agreement are:

Assignor:

Alcoa Inc.
201 Isabella Street
Pittsburgh, PA 15212

Assignee:

RailAmerica Transportation Corp.
5300 Broken Sound Blvd N. W., 2nd Floor
Boca Raton, FL 33487

Consenting Party:

General Electric Capital Corporation
4 North Park Drive Suite 500
Hunt Valley MD 21030

Honorable Vernon A. Williams
June 29, 2006
Page 2

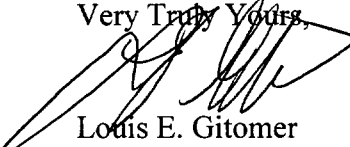
A description of the equipment covered by the Memorandum of Assignment, Assumption and Consent Agreement consists of three GP-40-3 locomotives numbered PGN 3000, 3001, and 3002.

A fee of \$34.00 is enclosed. Please return two copies to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Assignment, Assumption and Consent Agreement among Alcoa Inc., 201 Isabella Street, Pittsburgh, PA 15212, RailAmerica Transportation Corp., 5300 Broken Sound Blvd N. W., 2nd Floor, Boca Raton, FL 33487, and General Electric Capital Corporation, 4 North Park Drive, Suite 500, Hunt Valley MD 21030, covering three GP-40-3 locomotives numbered PGN 3000, 3001, and 3002.

Very Truly Yours,



Louis E. Gitomer

Enclosures

JUN 29 '06

10-46 AM

MEMORANDUM OF ASSIGNMENT, ASSUMPTION AND CONSENT
AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment, Assumption and Consent Agreement is dated as of June 16, 2006 (the "Memorandum") among Alcoa Inc. ("Assignor" or "Lessee"), RailAmerica Transportation Corp. ("Assignee" or "New Lessee"), and General Electric Capital Corporation (the "Consenting Party").

Consenting Party, as assignee of Lease Plan U.S.A., Inc., and Lessee entered that certain Memorandum of Lease Agreement dated as of March 21, 2002 pertaining to three (3) GP-40-3 locomotives numbered PGN 3000, 3001, and 3002, which was recorded at the Surface Transportation Board (the "Board") on March 21, 2002 under Recordation No. 23910-A pursuant to 49 U.S.C. 11301 and 49CFR 1177.

NOW, THEREFORE, Consenting Party, Assignor, and Assignee have entered this Memorandum to evidence for the record, as follows:

1. The Consenting Party consents to the assignment and assumption of the Lease, as amended.
2. The Assignor assigns, transfers and sets over to Assignee all of Assignor's right, title, interest, powers and privileges under the Lease, as amended.
3. The Assignee accepts the assignment and agrees to assume, do, undertake and perform all obligations, duties, liabilities and undertakings of Assignor under the Lease, as amended.
4. This Memorandum may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum to be executed by its duly authorized officer as of the date first written above.

Alcoa Inc.
as Assignor

By: 

Name: RONALD D. DICKEL

Title: VICE PRESIDENT - TAX


RailAmerica Transportation Corp.
as Assignee

By: _____

Name: _____

Title: _____

General Electric Capital Corporation
as Consenting Party

By: 

Name: L. R. McLaughlin

Title: Ops. Mgr.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum to be executed by its duly authorized officer as of the date first written above.

Alcoa Inc.
as Assignor

By: _____
Name: _____
Title: _____

RailAmerica Transportation Corp.
as Assignee

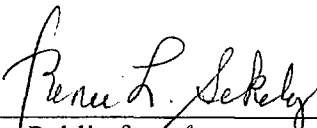
By: Larry W Bush
Name: Larry W Bush
Title: VP & Treasurer

General Electric Capital Corporation
as Consenting Party

By: [Signature]
Name: [Signature]
Title: OPERATIONS MANAGER

Commonwealth of Pennsylvania)
) ss.
County of Allegheny)

On this 16TH day of June, 2006, before me, RENEE L. SEKELY, the
undersigned Notary Public, personally appeared RONALD D. DICKEL
personally known to me to be the person who executed the within instrument as
VICE PRESIDENT - TAX on behalf of Alcoa Inc., and acknowledged to me that
the corporation executed it.



Notary Public for PENNSYLVANIA
My Commission expires Nov. 19, 2008

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal
Renee L. Sekely, Notary Public
City Of Pittsburgh, Allegheny County
My Commission Expires Nov. 19, 2008

Member, Pennsylvania Association Of Notaries

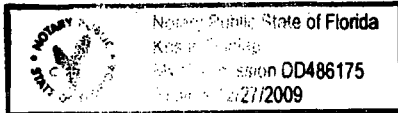
State of Florida)
) ss.
County of Palm Beach)

On this 19th day of June, 2006, before me, KRISTIN DUNLAP the
undersigned Notary Public, personally appeared LARRY W. BUSH
personally known to me to be the person who executed the within instrument as
VP + Treasurer on behalf of RailAmerica Transportation Corp. and
acknowledged to me that the corporation executed it.

Kristin Dunlap

Notary Public for FLORIDA

My Commission expires 12.27.09



PERSONALLY KNOWN: JK
PRODUCED I.D.:

State of Maryland)
County of Harford) ss.
~~Baltimore~~)

On this June 2006 day of ~~December, 2005~~, before me, Barbara B. Lewis,
the undersigned Notary Public, personally appeared L.R. McHenry Jr
personally known to me to be the person who executed the within instrument as
Operations Manager on behalf of General Electric Capital Corporation, and
acknowledged to me that the corporation executed it.

Barbara B. Lewis
Notary Public for Harford County, MD
My Commission expires 11/13/07

